

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

|                                 |   |                         |
|---------------------------------|---|-------------------------|
| -----X                          |   |                         |
| JOSEPH DEANGELIS,               | : |                         |
|                                 | : |                         |
| Plaintiff,                      | : |                         |
|                                 | : | Civil Action No.        |
| -against-                       | : | 11 Civ. 7866 (VM) (JCF) |
|                                 | : |                         |
| JON S. CORZINE, <i>et al.</i> , | : | ECF Case                |
|                                 | : |                         |
| Defendants.                     | : |                         |
|                                 | : |                         |
| -----X                          |   |                         |
| SAPERRE CTA FUND, L.P.,         | : |                         |
|                                 | : |                         |
| Plaintiff,                      | : | Civil Action No.        |
|                                 | : | 11 Civ. 9114 (VM)       |
| -against-                       | : |                         |
|                                 | : |                         |
| JON S. CORZINE, <i>et al.</i> , | : |                         |
|                                 | : |                         |
| Defendants.                     | : |                         |
|                                 | : |                         |
| -----X                          |   |                         |

**DECLARATION OF DAVID GOPSTEIN**  
**IN SUPPORT OF DEFENDANT J.C. FLOWERS & CO. LLC'S**  
**MOTION TO DISMISS THE AMENDED COMPLAINT**

DAVID GOPSTEIN declares as follows:

1. I am an attorney admitted to practice in New York State and am a member of the bar of this Court. I am associated with Debevoise & Plimpton LLP, counsel for Defendant J.C. Flowers & Co. LLC ("JCF") in this action.

2. I submit this Declaration in support of the motion by JCF to dismiss the Amended Complaint of Sapere CTA Fund, L.P., in order to place before the Court certain publicly available documents.

3. Exhibit 1 is a true and accurate copy of an excerpt (pages 1-2, 14-15) from the MF Global Holdings Ltd. (“MFGH”) Schedule 14A Proxy Statement filed July 7, 2011.

4. Exhibit 2 is a true and accurate copy of Exhibit 10.48 to MFGH’s Form 10-K filed on June 13, 2008, containing the Investment Agreement between MF Global Limited and J.C. Flowers II L.P., dated May 20, 2008.

5. Exhibit 3 is a true and accurate copy of an excerpt (pages 1, 135-38) from MFGH’s Form 10-K filed on May 20, 2011, which includes the list of exhibits incorporated with the filing.

6. Exhibit 4 is a true and accurate copy of Exhibit 10.1 to MFGH’s Form 8-K filed on March 23, 2010, containing the Employment Agreement between Jon S. Corzine and MFGH, dated March 23, 2010.

7. Exhibit 5 is a true and accurate copy of Exhibit 10.1 to MFGH’s Form 8-K filed on March 4, 2011, containing the Amended and Restated Employment Agreement between MFGH and Jon S. Corzine, dated March 1, 2011.

8. Exhibit 6 is a true and accurate copy of Exhibit 10.2 to MFGH's Form 8-K filed on March 23, 2010, containing the Letter Agreement between Jon S. Corzine and JCF, dated March 23, 2010.

I declare under the penalty of perjury that the foregoing is true and correct.

Executed on December 6, 2013.

\_\_\_\_\_/s/ David Gopstein

David Gopstein